

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
: **09-50026 (REG)**
MOTORS LIQUIDATION COMPANY, et al., :
f/k/a **General Motors Corp., et al.** :
Debtors. : (Jointly Administered)
:
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ESTIMATION ORDER

On March 24, 2011, Motors Liquidation Company (f/k/a General Motors Corporation)¹ and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), filed their Motion of Debtors for Entry of Order Pursuant to Fed. R. Bankr. P. 9019 and Fed. R. Civ. P. 23 Approving Agreement Resolving Proof of Claim No. 50026 and Implementing Modified Dex-Cool Class Settlement (the “**Motion**”), for entry of that certain proposed Order Pursuant to Fed. R. Bankr. P. 9019 and Fed. R. Civ. P. Rule 23 Approving Agreement Resolving Proof of Claim No. 50026 and Implementing Modified Dex-Cool Class Settlement, approving and ratifying that certain modified settlement agreement (the “**Agreement**”) between class action plaintiffs (collectively, the “**Dex-Cool Plaintiffs**”), on behalf of themselves and all others similarly situated, and the Debtors. Due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and that the legal and factual bases set forth in the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted as provided herein with respect to the estimation of the Dex-Cool Proof of Claim; and it is further

ORDERED that pursuant to 11 U.S.C. § 502(c)(3), the Dex-Cool Proof of Claim shall be estimated in the amount of \$2,205,570.00 (the “**Estimated Amount**”) for all purposes, including for Plan confirmation and establishing reserves for distribution until such time as the Dex-Cool Proof of Claim is allowed pursuant to the Agreement and approval of this Court. In no event shall the Dex-Cool Proof of Claim be allowed in excess of the Estimated Amount; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge